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CERTIFICATE OF INCORPORATION

OF

ALOYSIUS, BUTLER & CLARK ASSOCIATES, INC.

FIRST: The name of the corporation is ALOYSIUS, BUTLER & CLARK ASSOCIATES, INC.

SECOND: The address of its registered office in the State of Delaware is 100 West Tenth Street, Wilmington, New Castle County, Delaware. The name of the registered agent at such address is John G. Mulford, Esquire.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in purchasing space, time, services and material for advertising and the doing of such other business that shall be necessary, convenient or incident thereto, and to engage in any lawful activities for which corporations may conduct or promote business under the laws of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 250 shares of common stock without par value provided, however, that following the initial issuance of 100 shares of stock, the unanimous consent of the directors shall be required to issue any additional stock.

FIFTH: The name and mailing address of the incorporator is as follows:

NAME	ADDRESS
John G. Mulford	1118 Wilmington Trust Building Wilmington, Delaware

SIXTH: The corporation is to have perpetual existence.

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SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal by-laws of the corporation;

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created;

By a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the by-laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member;

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When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting, duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of the, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court

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directs. If a majority in number representing three-fourths in value of the creditors or sales of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: Meetings of stockholders may be hold within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (Subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of

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Delaware, do make this Certificate, hereby declaring and
certifying that this is my act and deed and the facts
herein stated are true, and accordingly have set my
hand hereunto this 25th day of June A.D. 1972.

John A. McHugh

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ALOYSIUS, BUTLER & CLARK ASSOCIATES, INC. STATE OF DELAWARE

ALOYSIUS, BUTLER & CLARK ASSOCIATES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That a meeting of the Board of Directors of Aloysius, Butler & Clark Associates, Inc., resolutions were adopted setting forth proposed amendments to the Certificate of Incorporation of said corporation declaring said amendments to be advisable and recommending consideration thereof at the annual meeting of the stockholders of said corporation. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the article thereof numbered "Seventh" so that, as amended, said article shall be and read as follows:

"SEVENTH: All of the powers of this corporation insofar as the same may be lawfully vested by this Certificate of Incorporation in the Board of Directors, are hereby conferred upon the Board of Directors of this corporation. In furtherance and not in limitation of that power, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time the by-laws of this corporation, subject to the right of the shareholders entitled to vote with respect thereto, to adopt, alter, amend and repeal the by-laws made by the Board of Directors; provided, however, that by-laws shall not be adopted, altered, amended or repealed by the stockholders except by the vote of the holders of not less than seventy-five percent (75%) of the outstanding shares of the stock entitled to vote upon the

election of directors. It is further provided that any resolution of the Board of Directors to make, adopt, alter, amend or repeal from time to time by-laws of this corporation shall not be an action of the corporation or the Board except upon a vote of the members of the Board of Directors who represent at least 75% of the holders of the outstanding stock of the corporation, after a meeting called for that purpose."

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the article thereof numbered "Tenth" so that, as amended, said article shall be and read as follows:

"TENTH: The corporation reserves the right to alter, amend or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter proscribed by statute, except that any alteration, amendment or repeal of any provision in the Certificate must be approved by the holders of not less than seventy-five percent (75%) of the number of shares entitled to vote thereon at a meeting of stockholders called for that purpose."

RESOLVED that the Certificate of Incorporation of this corporation be amended by adding an article thereof numbered "Eleventh" so that, as amended, said article shall be and read as follows:

"ELEVENTH: Pursuant to 8 Del.C. Sec. 102(b)(7), no person who serves on the Board of Directors of the corporation shall be held personally liable by the corporation or its stockholders for monetary damages for breach of any fiduciary duty as a director either during or after that person's service on the Board of Directors. To the extent allowable under Title 8 of the Delaware Code, that corporation shall be required to indemnify and advance expenses as provided by 8 Del.C. Sec. 145 for any director or officer of the corporation."

SECOND: That thereafter, the annual meeting of the stockholders of said corporation was duly held, upon waiver of notice in accordance with Sec. 322 of the General Corporation Law of the

State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: The capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the said Aloysius, Butler & Clark Associates, Inc., has caused this certificate to be signed by DANIEL A. MEALEY, JR., its Chief Executive Officer, and GAIL M. MEALEY, its Secretary, this 3rd day of March. A.D., 1986.

ALOYSIUS, BUTLER & CLARK
ASSOCIATES, INC.

ATTN :

Gail M. Mealey
Secretary

BY:

Daniel A. Mealey, Jr.
Chief Executive Officer

(CORPORATE SEAL)